

1969

This information circular is furnished in connection with the solicitation by the Management of Fibre Products of Canada Limited (the "Company") of proxies to be used at the Annual and Special General Meeting of Shareholders of the Company, to be held at the time and place and for the purposes set forth in the enclosed notice of meeting. Proxies may also be solicited by Directors of the Company at nominal cost. The Company will bear the cost of solicitation of proxies.

#### Appointment and Revocation of Proxies.

The persons named in the enclosed form of proxy are directors or officers of the Company. A SHAREHOLDER DESIRING TO APPOINT SOME OTHER PERSON TO REPRESENT HIM AT THE MEETING MAY DO SO BY INSERTING SUCH PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER PROPER FORM OF PROXY AND, IN EITHER CASE, DELIVERING THE COMPLETED PROXY TO THE REGISTRAR OF THE COMPANY.

A shareholder who has given a proxy may revoke it either (a) by signing a proxy bearing a later date and delivering it to the Secretary of the Company, or (b) as to any matter on which a vote shall not already have been cast pursuant to the authority conferred by such proxy, by signing written notice of revocation and delivering it to the Secretary of the Company or the Chairman of the meeting.

#### Exercise of Discretion by Proxies.

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. IN THE ABSENCE OF SUCH DIRECTION, SUCH SHARES WILL BE VOTED FOR THE APPROVAL OF THE DIRECTORS' REPORT AND FINANCIAL STATEMENTS, FOR CONFIRMATION OF THE SPECIAL RESOLUTION CHANGING THE COMPANY'S NAME TO COMTECH GROUP INTERNATIONAL LIMITED, FOR CONFIRMATION OF THE SPECIAL RESOLUTION CHANGING THE COMPANY'S HEAD OFFICE FROM BRANTFORD TO THE MUNICIPALITY OF METROPOLITAN TORONTO, FOR THE ELECTION OF DIRECTORS AND FOR THE APPOINTMENT OF AUDITORS AS STATED UNDER THOSE HEADINGS IN THIS CIRCULAR. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of meeting, and with respect to other matters which may properly come before the meeting. At the time of printing this circular the Management of the Company knows of no such amendment, variations or other matters to come before the meeting other than the matters referred to in the notice of meeting.

#### Voting Shares.

The Company has outstanding 4,490 first preference shares, 55,482 second preference shares and 694,263 common shares and each holder of such shares is at the present time entitled to one vote for each share held of record at the time of the meeting. The right to vote is not limited to shareholders as of a specified record date and any shareholder present in person or





represented by proxy at the meeting is entitled to vote. Kippen & Company, Inc. is the recorded holder of 88,410 common shares, Mme. Rita B. Beaupre is the recorded holder of 500 first preference shares and Fred G. Johnston is the recorded holder of 1,020 first preference shares. The Company is not aware of the beneficial ownership of these shares. Save as aforesaid, the directors and senior officers of the Company do not know of any person or company beneficially owning, directly or indirectly, shares carrying more than 10% of the voting rights attached to all shares of the Company.

#### Election of Directors.

The board consists of nine directors to be elected annually. The persons named in the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth below, all of whom are now members of the board of directors and have been since the dates indicated. The Management does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. Each director elected will hold office until the next Annual Meeting and until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws.

The following tables and the notes thereto state the names of all the persons proposed to be nominated for election as directors, all their positions and offices with the Company now held by them, their principal occupations and employments, the year in which they became directors of the Company, and the approximate number of shares of each class of the Company beneficially owned directly or indirectly by each of them as of October 20, 1969.

| Name of Director     | Principal occupation or employment during past five years and organization in which employment is carried on   | Director Since | Common Shares owned beneficially |
|----------------------|--|----------------|----------------------------------|
| Donald Murdo McPhail | Chairman of Fibre Products of Canada Limited since July 4, 1969; since March 30, 1968 President of Comtech Group Limited; since 1965 a director and Vice-President of Commercial & Technical Computer Services (Ontario) Limited and before then a consultant and director of Research and Development of Urwick Currie Limited. | June, 1969     | 31,750                           |





| Name of Director   | Principal occupation or employment during past five years and organization in which employment is carried on   | Director Since | Common Shares Owned beneficially |
|--------------------|--|----------------|----------------------------------|
| Gerald Banks       | President and a Director; Since April, 1967 President of Fibre Products of Canada Limited; prior to April, 1967, Secretary-Treasurer and General Manager of Union Felt Products (Ontario) Limited and General Manager of Pre-Fab Cushioning Limited.                               | April, 1967    | 6,000                            |
| Robert Bellamy     | Director; Investment Dealer, A. E. Ames & Co. Limited since 1968; 1967 to 1968 General Manager, J.M.P.M. Enterprises Limited prior to which Secretary-Treasurer, Charterhouse Canada Limited.  | October, 1969  | 3,500                            |
| Michel Bourbonnais | Director; economist with The Royal Trust Company, Montreal; 1967 to June 1968 Professor of Economics at College St. Marie, Shawinigan, prior to which a student of Science and Economics at Sherbrooke University.   | October, 1969  | 9,300                            |
| Hugh Leys Coulson  | Director; Investment Dealer, Kippen & Company, Inc. since July 18, 1968; prior to which Investment Dealer, Eastern Securities Ltd. (merged - Richardson Securities of Canada) since September 16, 1967; prior to which Investment Dealer, Dominion Securities Corporation Limited. | June, 1969     | 14,600                           |





| Name of Director     | Principal occupation or employment during past five years and organization in which employment is carried on  | Director Since | Common Shares Owned beneficially |
|----------------------|---|----------------|----------------------------------|
| James Edward Houston | Director; Investment Dealer, A.E.Osler Company Limited since September, 1967; prior to which an Investment Dealer with Houston & Company Limited and its predecessor firm Houston & Co.   | June, 1969     | 5,000                            |
| Frederick McMahon    | Director; General Manager of Ontario Data Centre for Comtech Group Limited since December, 1968; President of Commercial & Technical Computer Services (Ontario) Limited since June, 1969; March, 1966 to December, 1968 Engineering Administrator Sperry Gyroscope Division of Sperry Rand Canada Limited; September, 1965 to March, 1966 Analyst Programmer and Management Consultant with Commercial & Technical Computer Services (Quebec) Limited; prior to which Supervisor of Engineering Services International Telephone & Telegraph Canada Ltd. | June, 1969     | 1,200                            |
| Gurston Rosenfeld    | Director; since November, 1967 Investment Counsellor, Norman Short & Associates Ltd.; November, 1965 to November, 1967 manager, investment portfolio department, R. A. Daly & Company Ltd.; May, 1965 to November, 1965 Secretary-Treasurer Premier Operating Corporation Limited; July, 1963 to May, 1965 manager research department, Royal Securities Corporation Limited.   | April, 1967    | 1,001                            |





| Director                        | Principal occupation or employment during past five years and organization in which employment is carried on  | Director Since | Common Shares Owned Beneficially |
|---------------------------------|---|----------------|----------------------------------|
| Sinclair<br>McKnight<br>Stevens | Director; partner of the law firm of Stevens, Charlebois & Stevens since March, 1968; President of Stevens Securities Limited and a director of British Northwestern Insurance Company and Security National Insurance Company since 1964; March, 1968 to June, 1969, Chairman and a director of Comtech Group Limited; prior to March, 1968 a partner of the law firm of Stevens Hassard & Elliott; prior to May, 1967, President of British International Finance (Canada) Limited, The Presidents' Fund Limited, York Lambton Corporation Limited, York Trust and Savings Corporation, Canadian Finance & Investments Ltd., Fort Garry Trust Company and Wellington Bank International Limited; Vice President of Canadian First Mortgage Corporation and Director of The Lambton Loan and Investment Company and between October, 1966 and May, 1967, Chairman of the Bank of Western Canada. | October, 1969  | 33,580                           |

NOTE: The information as to shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective directors individually.

Remuneration of Directors and Senior Officers.

1. No directors' fees were paid during the Company's fiscal year ending June 30, 1969.
2. The aggregate direct remuneration paid or payable during the fiscal year 1969 by the Company and its subsidiaries to the directors and senior officers of the Company was \$80,251.00.





during 1969 the senior officers of the Company purchased common shares of the Company pursuant to stock options granted to them by the Company as follows:

| Date         | Number of<br>Common Shares<br>Purchased | Purchase Price<br>per share | Range of Shares<br>on Toronto<br>Stock Exchange |
|--------------|---|-----------------------------|---|
| August, 1968 | 9,000                                   | \$ 2.50                     | \$4.00  |

Change of Name of Company.

Shareholders will be asked to pass a resolution confirming a special resolution passed by the Directors on September 12, 1969 changing the Company's name to COMTECH GROUP INTERNATIONAL LIMITED.

Change of Head Office of Company.

Shareholders will be asked to pass a resolution confirming a special resolution passed by the Directors on October 17, 1969 changing the Company's head office from Brantford, Ontario to the Municipality of Metropolitan Toronto.

Appointment of Auditors.

The persons named in the enclosed form of proxy intend to vote for the re-appointment of Messrs. Laventhol, Krekstein, Horwath & Horwath, Chartered Accountants, as auditors of the Company to hold office until the next annual meeting of shareholders and to authorize the directors to fix their remuneration. Laventhol, Krekstein, Horwath & Horwath were first appointed auditors of the Company in April, 1967.

Management Interest in Transactions.

No material transactions have taken place since the commencement of the Company's last completed financial year in which any director, senior officer or principal shareholder of the Company has had an interest except as follows:

(1) Pursuant to an agreement made February 24th, 1969 as amended by certain agreements made as at February 24th, 1969, the Company exchanged 535,263 of its common treasury shares for 356,842 issued and outstanding common shares of Comtech Group Limited. This agreement was entered into by the Company and Mr. Samuel J. Zacks, the then Chairman and a director of the Company and Donald M. McPhail, the President and a director of Comtech Group Limited, on his own behalf and on behalf of all other shareholders of Comtech Group Limited. The details respecting this transaction were fully set out in the Statement of Material Facts and Information Circular mailed to shareholders with the notice calling the Special General meeting of shareholders' held April 21, 1969.

(2) By agreement dated June, 1969 Charters Limited, a Company subsidiary,





sold a regional charter to Comtech, Inc. at the price of \$470,000.00 payable \$30,000.00 in cash and the balance by promissory notes receivable in semi-annual instalments over a ten-year period bearing interest on the unpaid balance at 7½% per annum. Mr. Sinclair Stevens is an officer and director of Comtech, Inc. and directly or indirectly owns approximately 22% of its outstanding shares.

#### Management Contracts.

Management functions are performed by the directors and senior officers of the Company and its subsidiaries.

#### Report of Directors and Financial Statement for the Fiscal Year Ended June 30th, 1969.

It is intended to use the proxy for the purpose of voting upon the report of the Directors and the financial statements and auditors' report thereon referred to in the enclosed Notice of Meeting.

#### Annual Report.

Following the Annual Meeting of shareholders, the Directors will be mailing to all shareholders the Company's formal Annual Report.

#### General.

Information contained herein is given as of October 20, 1969. The Management knows of no matters to come before the annual and special general meeting of shareholders other than the matters referred to in the notice of meeting. If any matters which are not now known should properly come before the meeting, the accompanying proxy instrument will be voted on such matters in accordance with the best judgment of the person voting it.

